

Barton Gold



CORPORATE GOVERNANCE STATEMENT

Barton Gold Holdings Limited (**Barton Gold** or the **Company**) is committed to the highest standards of corporate governance and accountability in order to protect and enhance the interests of the Company and its shareholders. With these objectives in mind, the Board of the Company (**Board**) has created a corporate governance framework which adopts relevant internal controls, risk management processes and corporate governance practices that are designed to promote the responsible management and conduct of the Company.

This corporate governance statement sets out the Company's current compliance with the 4th edition of the ASX Corporate Governance Principles and Recommendations (**ASX Recommendations**), and the extent to which the Company follows the ASX Recommendations. The corporate governance statement has been approved by the Board and is current as at 15 September 2022.

The Company notes the 'if not, why not' disclosure-based approach to governance adopted by the ASX Recommendations and that the ASX recommendations are not mandatory, but a guideline. Where the Company has not following a particular ASX Recommendation, the Company has identified this and the reasons for not following, along with what (if any) alternate governance practices the Company adopted in lieu of the particular ASX recommendation.

Copies of the Company's key corporate governance policies and the charters of the Board and each of its committees are available at the Corporate Governance section of the Company website www.bartongold.com.au/governance.

No.	ASX Recommendation	Comply	Explanation
1. Lay solid foundation for management and oversight			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p>	Yes	<p>The Board has adopted a written board charter setting out the primary responsibilities of the Board and management. This Board assumes responsibilities including, but not limited to the following:</p> <ul style="list-style-type: none"> • approving and monitoring the Company's strategy, budget, remuneration, financial performance objectives; • overseeing and monitoring systems of risk management, operational risk policies and procedures (including policies relating to health, safety and injury management), internal control and legal compliance; • selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Board, its Committees and individual directors; • approving the Company's annual budget and major capital expenditure, acquisitions, incentive plans and overseeing capital management; • approving financial reports, profit forecasts and other reports required by law or under ASX Listing Rules to be adopted by the Board; • developing and reviewing the Company's corporate governance policies and

No.	ASX Recommendation	Comply	Explanation
	(b) those matters expressly reserved to the board and those delegated to management.	Yes	<p>culture with respect to the establishment and observance of appropriate ethical standards.</p> <p>Pursuant to the Board Charter, the following matters are specifically reserved for the Board:</p> <ul style="list-style-type: none"> • appointment and removal of the Chair; • appointment and removal of CEO and Managing Director; • appointment of directors to fill a vacancy or as an additional director; • establishment of Board committees, their membership and delegated authorities; • approval of dividends; • approval of acquisitions and divestitures in excess of authority levels delegated to management; • calling of meetings to shareholders; and • any other specific matters nominated by the Board from time to time. <p>Pursuant to the Board Charter, the Managing Director, with management, is responsible for implementing the Company's strategy and achieving the Company's business performance and financial objectives, and for carrying out the day to day management and control of the Company's affairs. The Managing Director and Senior Executives must operate in accordance with the Board's approved policies and delegated limits of authority, as described in the Company's delegations framework.</p> <p>A copy of the Board Charter is available on the Company's website.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting forward a person for election as a director; and</p>	Yes	<p>The Company has established a Nomination and Remuneration Committee which assists the Board in identifying and electing Directors. The Committee undertakes background checks to the person's character, experience, education, criminal record and bankruptcy history when assessing whether someone is qualified to be a Board member.</p>

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	(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company will provide shareholders with all material information in its possession when appointing Directors, including any material adverse information revealed by these checks prior to the general meeting at which they can be elected.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	All Directors and senior executives enter into service agreements with the Company which set out the terms of their appointment, prior to their engagement with the Company.
1.4	The Company Secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Yes	<p>The Company Secretary is accountable to the Board on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for the co-ordination of all Board and Committee business, including agendas, papers, minutes, communication with independent advisers and to develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role.</p>

No.	ASX Recommendation	Comply	Explanation
1.5	A listed entity should: (a) have and disclose a diversity policy; and	Partially	The Company has adopted a Diversity Policy, available on its website. In accordance with the Diversity Policy, the Company aims to achieve greater gender diversity and diversity by other measures including, but not limited to, age, sexual orientation and cultural diversity.
	(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and		Given the current nature and scale of the Company's activities, and resultant small size of the Company's workforce, the Board has determined that it is not presently practicable to set measurable objectives for achieving gender diversity. The Board will regularly consider the establishment of objectives for achieving gender diversity as the Company develops.
	(c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieving gender diversity; (2) the Company's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the	Yes	The Company will disclose at the end of each reporting period the respective proportion of women and men on the Board, in senior executive positions and across the Company. At the time of this Statement, the Board comprises no female directors and 5 male directors (including the Managing Director). The Company's contracted Company Secretarial role is undertaken by a female. The Board will continue to give consideration to diversity (amongst other factors) in future appointments to the Board and to senior executive positions.

No.	ASX Recommendation	Comply	Explanation
	<p>whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p>	Yes	<p>The Board will evaluate annually the performance of the Board, each Director and each Board Committee. The Board undertook a performance evaluation in respect of the Board, its committees and individual Directors during the financial year in accordance with the above process.</p> <p>The Board will consider the outcome of the evaluation of those Directors who are seeking election or re-election at an annual general meeting in considering whether to recommend those Directors for election or re-election.</p>
	<p>(b)disclose in relation to each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>Evaluations are undertaken against set criteria and have regard to the collective nature of Board work and the operation of the governance processes established in this document, and where appropriate seek to identify areas where performance could be improved. The evaluation process for FY22 was undertaken internally. Where the Board considers it appropriate, third party advisers may be engaged to provide assistance.</p>

No.	ASX Recommendation	Comply	Explanation
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of the senior executives; and	Yes	The Board, through the Nomination and Remuneration Committee oversees the processes for the performance evaluation of the Managing Director and senior executives reporting to the Managing Director and reviews the results of that performance evaluation process. The process reviews each executive's Key Performance Indicators against performance and targets set in the previous period and sets new targets.
	(b) disclose in relation to each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	The Company undertook a formal performance evaluation of the Managing Director in accordance with its process during the reporting period. A formal performance evaluation process was also undertaken for the Company’s senior executives.
2. Structure the Board to be effective and add value			
2.1	The Board should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and	Yes	The Company has established a Nomination and Remuneration Committee, which consists of three members, the majority of whom are independent, including the chair of the committee. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website. At the date of this Corporate Governance Statement, the Nomination and Remuneration Committee is comprised of the following members: (a) Christian Paech (Chair);
	(2) is chaired by an independent director, and disclose	Yes	(b) Ken Williams; and (c) Neil Rose.
	(3) the charter of the committee;	Yes	Of its 3 members, the Company considers the majority of its members, being Christian Paech and Ken Williams, to be independent.

No.	ASX Recommendation	Comply	Explanation
			Details of attendance at Committee meetings and the number of meetings held during the period are disclosed on page 11 of the 2022 Annual Report.
	(4) members of the committee; and	Yes	
	(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	
	(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	N/A	
2.2	The Company should have and disclose a Board skills matrix and diversity that the Board currently has or is looking to achieve.	Yes	The Company has developed a Board Skills Matrix to ensure that it has a mix of skills, experience and diversity appropriate to enable the Board as a whole to discharge its functions. The mix of key skills and diversity that the Board has identified as appropriate to its current membership are corporate leadership and resources experience, industry experience, international experience, finance, strategy, financial literacy, industry experience, technical qualifications and environmental, social and governance skills.

No.	ASX Recommendation	Comply	Explanation
2.3	A listed entity should disclose: (a) the names of directors considered to be independent directors;	Yes	<p>The names of independent directors and the length of service for each director disclosed on pages 8 to 10 of the 2022 Annual Report.</p> <p>The Board has assessed the independence of directors against the criteria set out in the ASX Corporate Governance Principles and Recommendations and has determined that 3 of 5 directors are independent.</p> <p>Messrs Ken Williams, Graham Arvidson and Christian Paech are considered independent.</p> <p>Mr Alexander Scanlon is not considered independent due to his executive role in the Company and because he is a director of a significant shareholder of the Company and is an eligible beneficiary of a discretionary trust which owns the shareholder entity.</p> <p>Mr Neil Rose is not considered independent because he is an eligible beneficiary of a discretionary trust which is a significant shareholder of the Company.</p>
	(b) if a director has an interest, position, association or relationship as described in Box 2.3 of guidance to Principle 2, but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and	Yes	
	(c) the length of service of each director.	Yes	
2.4	A majority of the Board should be independent directors.	Yes	<p>The Board has considered the guidance to Principle 2: <i>Structure the Board to be Effective and Add Value</i> within the ASX Recommendations and in particular, Box 2.3, which contains a list of "relationships affecting independent status."</p> <p>The Board comprises of four Non-Executive Directors, and the CEO and Managing Director:</p> <ul style="list-style-type: none"> (a) Alexander Scanlon, CEO and Managing Director; (b) Ken Williams, Independent Non-Executive Chair; (c) Neil Rose, Non-Executive Director;

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			<p>(d) Graham Arvidson, Independent Non-Executive Director; and</p> <p>(e) Christian Paech, Independent Non-Executive Director.</p> <p>The Board considers each of Messrs Williams, Arvidson and Paech to be independent. Each of Messrs Williams, Arvidson and Paech is considered to be free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them are able to fulfil the role of independent Director for the purpose of the ASX Recommendation.</p>
2.5	The chair of the Board should be an independent director and should not be the same person as the CEO.	Yes	<p>Mr Ken Williams is Non-Executive Chairman and is considered to be independent. The CEO and Managing Director is Alexander Scanlon.</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Nomination and Remuneration Committee has oversight for the induction of directors. All Directors are encouraged to undergo continual professional development.</p> <p>New Directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.</p>
3. Instil a culture of acting lawfully, ethically and responsibly			

No.	ASX Recommendation	Comply	Explanation
3.1	A listed entity should articulate and disclose its values.	Yes	The Company has outlined its values in its Code of Conduct, available on the Company's website.
3.2	A listed entity should: (a) have and disclose a conduct of conduct for its directors, senior executives and employees; and	Yes	The Company has adopted a formal Code of Conduct, which can be accessed at the Company's website.
	(b) ensure that the Board, or a committee of the Board, is informed of any material breaches of the code.	Yes	The Code of Conduct requires any breach of the code to be reported to the Board.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and	Yes	The Company has adopted a Whistleblower Protection Policy, which can be accessed at the Company's website. The Whistleblower Protection Policy encourages the reporting of any suspected fraud or corrupt conduct or any other form of inappropriate behaviour (reportable conduct). While this would generally be through the normal channels of line management, there may be times where an employee or contractor believes it is inappropriate or difficult for matters to be reported through these channels. The Whistleblower Protection Policy provides other avenues for employees or contractors to express their concerns in order to protect their identity.
	(b) ensure that the Board, or a committee of the Board, is informed of any material incidents reported under that policy.	Yes	The Board, or a committee of the Board will be informed of any material incidents reported under the Whistleblower Protection Policy.

No.	ASX Recommendation	Comply	Explanation
3.4	A listed entity should: (a) have and disclose an Anti-Bribery and Corruption Policy; and	Yes	In accordance with the ASX guidance to Recommendation 3.4, the Company's Code of Conduct contains the Company's Anti-Bribery and Corruption Policy.
	(b) ensure that the Board, or a committee of the Board, is informed of any material breaches of the policy.	Yes	The Board, or a committee of the Board will be informed of any material breaches of the Company's Code of Conduct, which contains the Company's Anti-Bribery and Corruption Policy.
4. Safeguard the integrity of corporate reports			
4.1	The Board of a listed entity should: (a) have an audit committee which (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	Yes	<p>The Board has established an Audit and Risk Committee consisting of three Non-Executive Directors, a majority of whom are independent. The Committee assists the Board in ensuring the integrity of the Company's financial reporting, effectiveness of the Company's systems of financial risk management and internal control and monitoring the Company's external audit functions.</p> <p>At the date of this Corporate Governance Statement, the Audit and Risk Committee is comprised of the following members:</p> <ul style="list-style-type: none"> (a) Graham Arvidson (Chair) (b) Christian Paech; and

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			<p>(c) Neil Rose.</p> <p>Of its 3 members, the Company considers the majority of its members, being Graham Arvidson and Christian Paech, to be independent.</p> <p>The Committee is chaired by Mr Graham Arvidson, who is an independent director and not chair of the Board.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</p>
	(2) is chaired by an independent director, who is not a chair of the board, And disclose,	Yes	<p>The relevant qualifications and experience of the members of the Committee are disclosed on pages 8 to 10 of the Company's 2022 Annual Report.</p> <p>The number of Audit and Risk Committee meetings held during the period are disclosed on page 11 of the Company's 2022 Annual Report</p>
	(3) the charter of the committee;	Yes	
	(4) the relevant qualifications and experience of the members of the committee; and	Yes	
	(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	

No.	ASX Recommendation	Comply	Explanation
	(b) if it does not have an audit committee, disclose that fact and the processes it employees that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	N/A	
4.2	Before approving the financial statements for a financial period, the Board should receive from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion, the financial records have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis a sound system of risk management and internal control which is operating effectively.	Yes	In accordance with the Audit and Risk Committee Charter, before approving financial statements, the Board will receive appropriate declarations from the Chief Executive Officer and the Chief Financial Officer that, in their opinion, the financial records have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis a sound system of risk management and internal control which is operating effectively.

No.	ASX Recommendation	Comply	Explanation
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	<p>The verification / approval process of periodic corporate reports released to the market by the Company is covered in the Company's Board Charter, Continuous Disclosure Policy and Shareholder Communications Policy.</p> <p>The full Board is responsible for reviewing and recommending for approval to the Board any periodic corporate reports released to the market containing financial information that is not audited or reviewed by an external auditor.</p>
5. Make timely and balanced disclosure			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>The Company has adopted a Continuous Disclosure Policy to promote awareness within the Company of its continuous disclosure obligations and to provide timely and accurate information to keep the market fully informed of any matters which may have a material effect in the price or value of the Company's securities in accordance with its obligations under the <i>Corporations Act 2001</i> (Cth) and the ASX Listing Rules.</p> <p>The policy also sets out procedures for dealing with external communications that seek to ensure, among other things, that market sensitive information is first disclosed to ASX before being communicated to third parties.</p> <p>A copy of the Company's Disclosure Policy is available on the Company's website.</p>
5.2	A listed entity should ensure that the Board receives copies of all material market announcements promptly after they have been made.	Yes	<p>The Company's Continuous Disclosure Policy governs the release of information to the market, including Board approval and receipt of ASX releases.</p> <p>The Company will not release any information lodged with ASX under the Company's general and continuous disclosure obligations on the Company's website until formal confirmation from ASX that it has been released.</p>

No.	ASX Recommendation	Comply	Explanation
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcement Platform ahead of the presentation.	Yes	The Company's Communications and Continuous Disclosure Policy provides for the release of presentation materials to the ASX ahead of the presentation.
6. Respect the rights of security holders			
6.1	Provide information about itself and its governance to investors via its website.	Yes	<p>The Company provides information about itself and its governance to its investors on the Company's website.</p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>

No.	ASX Recommendation	Comply	Explanation
6.2	Establish an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company is committed to open and honest communication with its shareholders and its stakeholders. The Company has adopted a Communications Policy which facilitates two-way communication and ensures the Company provides timely and accurate information equally to all Shareholders and market participants.</p> <p>The Company has adopted a Communications Policy whereby information will be communicated to shareholders through a range of forums and publications including:</p> <ul style="list-style-type: none"> • AGM and other general meetings; • Investor presentations and other public presentations; • Media and ASX market announcements; • Annual reports including annual and half year financial results; and • Website. <p>A copy of the Communications Policy is available at the Company's website.</p>
6.3	Disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	<p>The Company seeks to maximise Shareholders' ability to participate in the general meeting process by:</p> <ul style="list-style-type: none"> • making Directors of the Company, members of the management team and the external auditor available to shareholders at the meeting; • allowing shareholders in attendance a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report; • providing shareholders who are unable to attend the meeting with an opportunity to submit questions in advance of the meeting; and • allowing shareholders to lodge proxies electronically.

No.	ASX Recommendation	Comply	Explanation
6.4	All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company conducts voting on all substantive resolutions by way of a poll.
6.5	Security holders should have the option to receive communications from, and send communications to, the company and its security registry electronically.	Yes	<p>Technology has allowed the Company to more effectively communicate with its stakeholders. Accordingly the Company has put in place arrangements such that:</p> <ul style="list-style-type: none"> shareholders have the option to receive and send communications electronically; the Company's email system allows team members and stakeholders to communicate simply and easily with management and our wider team; and shareholders can elect to receive the Company's Annual Report electronically or in hard copy through the mail.
7. Recognise and manage risk			
7.1	The Board should: (a) have a committee(s) to oversee risk, each of which:	Yes	<p>The Board has established the Audit and Risk Committee and is responsible for overseeing the establishment of the Company's risk management framework and monitoring the effectiveness of the systems of risk management, operational risk policies, procedures and systems internal controls.</p> <p>At the date of this Corporate Governance Statement, the Audit and Risk Committee is comprised of the following members:</p> <ul style="list-style-type: none"> (a) Graham Arvidson (Chair) (b) Christian Paech; and (c) Neil Rose. <p>Of its 3 members, the Company considers the majority of its members, being Graham Arvidson and Christian Paech, to be independent.</p>
	(1) have at least three members, a majority of whom are independent directors; and	Yes	
	(2) is chaired by an independent director, And disclose,	Yes	

No.	ASX Recommendation	Comply	Explanation
	(3) the charter of the committee; and	Yes	<p>The Committee is chaired by Mr Graham Arvidson, who is an independent director and not chair of the Board.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>The relevant qualifications and experience of the members of the Committee are disclosed on pages 8 to 10 of the 2022 Annual Report.</p> <p>Details of attendance at the Committee meetings and the number of Audit and Risk Committee meetings held during the period are disclosed on page 11 of the 2022 Annual Report.</p>
	(4) the members of the committee; and	Yes	
	(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	
	(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	N/A	
7.2	<p>The Board or a committee of the Board should:</p> <p>(a) review the risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p>	Yes	<p>In accordance with the Company's Board Charter, the Board is responsible for overseeing and monitoring the Company's systems of risk management, operational risk policies and internal controls. The review of the Company's risk management framework has been delegated to and is therefore the responsibility of the Audit and Risk Committee.</p> <p>The Company's risk management framework sets out the guidelines for Management who have responsibility for implementation and monitoring compliance with risk management policies. The Board undertakes continuous review of risk management.</p>

No.	ASX Recommendation	Comply	Explanation
	(b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	
7.3	Disclose whether or not the Company has an internal audit function and if not, the processes employed for evaluating and continually improving effectiveness of its risk management and internal control.	Yes	<p>The Company does not currently have an internal audit function given its size and stage of its business. However, as set out in the Audit and Risk Committee Charter, the Audit and Risk Committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of those systems and controls.</p> <p>The Audit and Risk Committee is also responsible for preparing a risk profile which describes the material risks facing the Company, for regularly reviewing and updating this risk profile and for assessing and ensuring that there are internal controls in place for determining and managing key risks.</p>
7.4	The Company should disclose whether it has any material exposure to environmental and social risks and if it does, how it manages or intends to manage those risks.	Yes	<p>The Company has reported a non-exhaustive list of general, mining and Company specific risks from page 58 of the 2022 Annual Report.</p> <p>The Company reported no material exposure to environmental or social risks in its 2022 Annual Report.</p>
8. Remunerate fairly and responsibly			
8.1	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p>	Yes	<p>The Company has established a Nomination and Remuneration Committee, which consists of three members, the majority of whom are independent, including the chair of the committee.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>At the date of this Corporate Governance Statement, the Nomination and Remuneration Committee is comprised of the following members:</p>

No.	ASX Recommendation	Comply	Explanation
	(2) is chaired by an independent director, and disclose	Yes	(a) Christian Paech (Chair); (b) Ken Williams; and (c) Neil Rose. Of its 3 members, the Company considers the majority of its members, being Christian Paech and Ken Williams, to be independent. Details of attendance at Committee meetings and the number of meetings held during the period are disclosed on page 11 of the Company’s 2022 Annual Report.
	(3) the charter of the committee; (4) the members of the committee; and	Yes	
	(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	
	(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Yes	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and that of Executive Directors and senior executives.	Yes	The structure of non-executive Directors’ remuneration is clearly distinguished from that of Executive Directors and Senior Executives and is disclosed in the Remuneration Report, commencing on page 11 of the Company's 2022 Annual Report.

No.	ASX Recommendation	Comply	Explanation
8.3	<p>A listed entity which has an equity based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme and;</p>	Yes	<p>The Company has a Securities Trading Policy which prohibits directors, officers, and employees from entering into transactions or arrangements which limit the economic risk of their security holding in the Company.</p> <p>The Securities Trading Policy can be accessed on the Company's website.</p>
	(b) disclose the policy or a summary of the policy.	Yes	